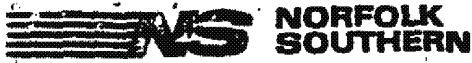


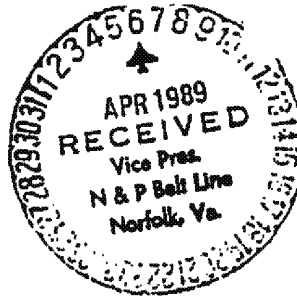
EXHIBIT 3



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

Writer's Direct Dial Number

(804) 629-2818



JOYCE
DOLAN
J160
FROM Rick
SUMNER

Norfolk, VA - April 5, 1989

Mr. J. M. Donnelly
Vice President, Secretary and Comptroller
Norfolk and Portsmouth Belt Line Railroad Company
P. O. Box 3669
Norfolk, VA 23514

Dear Mr. Donnelly:

Enclosed for your information is a copy of the Supplemental Agreement dated March 1, 1989, among CSXT, Norfolk and Western, and Southern Railway, relating to the NPBL operating agreement dated July 7, 1897. The parties have agreed that, notwithstanding Article Fourth of the 1897 agreement, CSXT will continue to have the right to appoint two representatives to the NPBL Board of Directors, and NW and Southern will have the right to appoint a total of three representatives.

Very truly yours,

A handwritten signature in cursive script, appearing to read "J. Gary Lane".

J. Gary Lane
General Attorney

Enclosure

CC L.W. FISHER



CSX DISTRIBUTION SERVICES

OFFICE OF

APR 11 1989

CORPORATE SECRETARY

Law Department
100 North Charles Street
Baltimore, MD 21201

April 11, 1989

Mrs. Patricia J. Aftoora: B11D

Enclosed for preservation is one fully executed copy of a Supplemental Agreement among CSX Transportation, Inc., Norfolk and Western Railway Company and Southern Railway Company, relating to the appointment of Directors to the Board of Norfolk and Portsmouth Belt Line Railroad Company. Under this Supplemental Agreement, CSXT has the right to appoint two directors to the Board of NPBL and NW/SR has the right to appoint three directors to the Board of NPBL.

A handwritten signature in dark ink, appearing to read "R. F. Hochwarth".
R. F. HochwarthRFH/mm
Enclosure

*cannot locate
orig. agmt
if 7/7/897 -
have copy.*

CSX Distribution Services, CSX Equipment, CSX Rail Transport and American Commercial Lines
are units of CSX Transportation, Inc. and its affiliates.

SUPPLEMENTAL AGREEMENT

THIS SUPPLEMENTAL AGREEMENT, dated as of March 1, 1989, is between CSX TRANSPORTATION, INC., a Virginia corporation ("CSX"), NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation ("NW"), and SOUTHERN RAILWAY COMPANY, a Virginia corporation ("SR").

WITNESSETH:

WHEREAS, CSX owns 216 shares of the common stock of Norfolk and Portsmouth Belt Line Railroad Company, a Virginia corporation ("NPBL");

WHEREAS, NW and SR each owns 144 shares of the common stock of NPBL;

WHEREAS, CSX, on the one hand, and NW and SR, on the other hand (NW and SR together being hereinafter referred to as "NW/SR"), are successors in interest to railroad companies that were parties to an Agreement dated July 7, 1897 (the "NPBL Agreement"), relating to the ownership and operation of NPBL;

WHEREAS, Article Fourth of the NPBL Agreement provides that the number of directors of NPBL shall always be fixed to correspond to the number of companies owning stock in NPBL;

WHEREAS, as of the date hereof, two of the directors of NPBL are representatives of CSX and three of the directors are representatives of NW/SR, and the parties hereto desire to retain such representation on the board of directors of NPBL ("NPBL Board") notwithstanding the provisions of Article Fourth of the NPBL Agreement;

NOW, THEREFORE, the parties hereto agree as follows:

1. Notwithstanding the first sentence of Article Fourth of the NPBL Agreement, CSX shall have the right to appoint two representatives to the NPBL Board, and NW/SR shall have the right to appoint three representatives to the NPBL Board.

2. Nothing herein shall be deemed to amend, alter, or affect any other provision of the NPBL Agreement.

-2-

IN WITNESS WHEREOF, the parties have caused this
Supplemental Agreement to be executed by their duly authorized
officers.

CSX TRANSPORTATION, INC.

By: A. B. [Signature]~~Michael [Signature]~~ Treasurer

NORFOLK AND WESTERN RAILWAY COMPANY

By: [Signature]

Vice President

SOUTHERN RAILWAY COMPANY

By: [Signature]

Vice President

SUPPLEMENTAL AGREEMENT

THIS SUPPLEMENTAL AGREEMENT, dated as of March 1, 1989, is between CSX TRANSPORTATION, INC., a Virginia corporation ("CSX"), NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation ("NW"), and SOUTHERN RAILWAY COMPANY, a Virginia corporation ("SR").

WITNESSETH:

WHEREAS, CSX owns 216 shares of the common stock of Norfolk and Portsmouth Belt Line Railroad Company, a Virginia corporation ("NPBL");

WHEREAS, NW and SR each owns 144 shares of the common stock of NPBL;

WHEREAS, CSX, on the one hand, and NW and SR, on the other hand (NW and SR together being hereinafter referred to as "NW/SR"), are successors in interest to railroad companies that were parties to an Agreement dated July 7, 1897 (the "NPBL Agreement"), relating to the ownership and operation of NPBL;

WHEREAS, Article Fourth of the NPBL Agreement provides that the number of directors of NPBL shall always be fixed to correspond to the number of companies owning stock in NPBL;

WHEREAS, as of the date hereof, two of the directors of NPBL are representatives of CSX and three of the directors are representatives of NW/SR, and the parties hereto desire to retain such representation on the board of directors of NPBL ("NPBL Board") notwithstanding the provisions of Article Fourth of the NPBL Agreement;

NOW, THEREFORE, the parties hereto agree as follows:

1. Notwithstanding the first sentence of Article Fourth of the NPBL Agreement, CSX shall have the right to appoint two representatives to the NPBL Board, and NW/SR shall have the right to appoint three representatives to the NPBL Board.

2. Nothing herein shall be deemed to amend, alter, or affect any other provision of the NPBL Agreement.


-2-

IN WITNESS WHEREOF, the parties have caused this
Supplemental Agreement to be executed by their duly authorized
officers.

CSX TRANSPORTATION, INC.

By: 
~~Vice President~~ Treasurer

NORFOLK AND WESTERN RAILWAY COMPANY

By: 
Vice President

SOUTHERN RAILWAY COMPANY

By: 
Vice President